

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF DELAWARE

IN THE MATTER OF THE APPLICATION OF)
CHARTER COMMUNICATIONS CABLE SYSTEMS)
FOR APPROVAL OF THE TRANSFER OF ITS) PSC DOCKET NO. 03-411
CABLE TELEVISION FRANCHISE TO)
ATLANTIC BROADBAND DELMAR, LLC)
(FILED SEPTEMBER 23, 2003))

ORDER NO. 6351

AND NOW, to-wit, this 10th day of February, 2004;

WHEREAS, by PSC Order No. 4037 (Aug. 25, 1995), entered in PSC Docket No. 93-124, the Public Service Commission ("Commission" or "PSC") granted a ten-year, non-exclusive franchise ("the franchise") to Tele-Media Company of Maryland ("Tele-Media") to operate a cable television system in certain unincorporated areas of southern New Castle County and northern Kent County; and

WHEREAS, Charter Communications VI, LLC ("Charter VI") currently holds this cable television system franchise;¹

WHEREAS, on September 23, 2003, Atlantic Broadband Delmar, LLC ("Atlantic Broadband"), filed an application (with an accompanying FCC Form 394) seeking Commission approval for Charter VI to transfer this cable television franchise to Atlantic Broadband;² and

WHEREAS, as described in the materials submitted, by an Asset Purchase Agreement dated September 23, 2003, Charter VI has agreed,

¹In PSC Order No. 5194 (Aug. 24, 1999), the Commission approved the transfer of the franchise to Charter VI. Previous to that, the franchise had passed from Tele-Media to TWFanch-One Co. See PSC Order No. 4237 (June 18, 1996).

²Charter VI joined in the application by a letter filed October 14, 2004.

subject to necessary regulatory approvals, to sell the assets of this system to Atlantic Broadband's corporate parent; and

WHEREAS, under 26 Del. C. § 609(d), the Commission shall grant an application to transfer a cable television franchise:

unless after hearing, which shall not otherwise be required, the Commission shall find that service to subscribers of the franchise would be affected adversely.[;]

and

WHEREAS, the Commission gave notice of the proposed change in the ownership of the cable television franchise by publication of notices in The News Journal newspaper on November 26, 2003 and in the Delaware State News newspaper on November 25, 2003, with such notices announcing the time and date of a public comment session/hearing on such application and also soliciting comments; and

WHEREAS, the Commission's designated Hearing Examiner, after having held such a public comment session/hearing, has now recommended approval of the requested transfer; and

WHEREAS, it appearing that no person or entity has filed comments or other objections to the proposed transfer; and

WHEREAS, the Commission having considered the application, the accompanying Federal Communications Commission Form 394, the Hearing Examiner's Report, the Staff Memorandum, and other information submitted relating to Atlantic Broadband, at its regularly scheduled meeting on January 27, 2004; and

WHEREAS, the Commission, pursuant to 26 Del. C. § 602, has determined based on the information filed, the results of the Staff

investigation, and the absence of any objections that there does not appear to be a basis to determine that the service to subscribers will be adversely affected by the transfer and, therefore, the pending application must be approved; now, therefore,

IT IS ORDERED:

1. That under the conditions of this Order, the Commission does not find service to subscribers will be adversely affected by the transfer of the cable television franchise currently held by Charter Communications VI, LLC, under PSC Order No. 5194 (Aug. 24, 1999), and, therefore, the transfer sought in the application filed in this matter on September 23, 2003, is hereby approved.

2. That Atlantic Broadband Delmar, LLC, a Delaware limited liability company, shall accede to and assume all of the rights, duties, and obligations under the franchise originally granted to Tele-Media Company of Maryland by PSC Order No. 4037 (August 25, 1995), in PSC Docket No. 93-124, and the terms and conditions of such franchise are not otherwise affected by the approval granted hereinabove. Upon consummation of the transfer, for purposes of such franchise, Atlantic Broadband Delmar, LLC, shall be the "Company" under § 1.11 of said franchise.

3. That, pursuant to paragraph 12.2 of the franchise and 26 Del. C. § 604(5), Atlantic Broadband Delmar, LLC, shall carry and, at all times, maintain property damage and liability insurance with a responsible insurance company qualified and duly licensed to do business in the State of Delaware. The minimum amount of such insurance for bodily injury, death, and property damage shall be the amounts set forth in the franchise. Copies of such insurance policies shall be filed with

the Commission within ninety (90) days after the date of the transfer, together with written evidence of the payment of the required premium. Proof of payment of the required premium and annual certification of the effectiveness of such insurance, both of which may be evidenced by sworn affidavit, shall be filed with the Commission during the remainder of the term of the transferred franchise and the amount of coverage provided by such insurance policies shall be automatically increased by the holder of the franchise every three (3) years by an amount at least equal to the average increase in the national consumer price index over the preceding three (3) years.

4. That Atlantic Broadband Delmar, LLC, as the transferee of the franchise, shall file with the Commission a performance bond, irrevocable letter of credit, or other surety device acceptable to the Public Service Commission in the amount of Ten Thousand Dollars (\$10,000) which shall be maintained for the duration of the term of the transferred franchise as security for the performance and discharge of all obligations of Charter Communications VI, LLC, under the franchise.

5. That Atlantic Broadband Delmar, LLC, shall abide by the terms of the Customer Service Standards for Cable Television Systems Franchised by the Commission as adopted by PSC Order No. 3660 in PSC Regulation Docket No. 31 (including any later amendments thereto), as well as any federal customer service obligations, including those set forth in 47 C.F.R. § 76.309 (including any later amendments thereto).

6. That the Commission's approval of the transfer is not, and is not to be construed as, approval of any of the specific provisions of any agreements between Atlantic Broadband Finance, LLC, and Charter

Communications, LLC, Charter Communications Holdings, LLC, or Charter Communications VI, LLC.

7. That Atlantic Broadband Delmar, LLC, shall, within ten (10) days prior to its acquisition of the assets of the cable system operated by Charter Communications VI, LLC, under the franchise referenced in paragraph one, certify in writing to the Commission that all material representations contained in the application for transfer approval filed on September 23, 2003, continue to be true and correct. The absence of such filing may be grounds to void the approval granted hereinabove.

8. That Atlantic Broadband Delmar, LLC, shall, within ten (10) days after its acquisition of the cable television assets and the franchise from Charter Communications VI, LLC, file with the Commission proof of its ownership and control of such assets so that the ownership of the franchise and the ownership of the assets comprising the cable television system serving unincorporated areas in New Castle and Kent Counties shall not be separated.

9. That paragraph 15.5 of the franchise is amended to read that notices for the cable operator may be delivered to:

Ms. Donna Garofano
Vice President
Government & Regulatory Affairs
Atlantic Broadband Delmar, LLC
1266 Furnace Brook Parkway
Suite 403
Quincy, Massachusetts 02169
Tele: (312) 927-2773

10. That the approvals granted hereinabove shall extend for a period of ninety days (90) from the date of this Order, unless extended further by the Commission, and that such approvals shall lapse if

Atlantic Broadband Delmar, LLC, does not, within such time, acquire the system assets or the franchise under the existing agreement.

11. That the Commission reserves the jurisdiction and authority to enter such other or further Orders in this matter as may be deemed necessary or proper.

BY ORDER OF THE COMMISSION:

/s/ Arnetta McRae
Chair

/s/ Joshua M. Twilley
Vice Chair

/s/ Joann T. Conaway
Commissioner

/s/ Jaymes B. Lester
Commissioner

(NOT VOTING)
Donald J. Puglisi
Commissioner

ATTEST:

/s/ Karen J. Nickerson
Secretary

PSC Docket No. 03-411, Order No. 6351 Cont'd.

ACCEPTED: THIS _____ DAY OF FEBRUARY, 2004:

Atlantic Broadband Delmar, LLC, a limited liability
company

BY: _____

[title]